

**Exhibit 2**

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24 Counsel for Defendant  
25 MATTEL, INC.

26 UNITED STATES DISTRICT COURT  
27 NORTHERN DISTRICT OF CALIFORNIA

28 AMY HARRINGTON, on behalf of  
herself and all others similarly situated,  
Plaintiff,

v.

MATTEL, INC. a Delaware Corp., and  
Fisher-Price Inc. a Delaware Corp., and  
DOES 1 through 100, inclusive,  
Defendants.

Case No. \_\_\_\_\_

AFFIDAVIT OF SCOTT PENNY

1 State of California                    }  
2 County of Los Angeles               } SS:  
3

4 SCOTT PENNY, being first duly sworn on his oath, deposes and says:

5 1. I am employed as the Director of Business Analysis for Mattel, Inc.  
6 ("Mattel"). I have prepared this Affidavit based upon my own knowledge and  
7 information available to me in the business records of Mattel.

8 2. Virtually all sales of Mattel and its subsidiaries, including Fisher-Price,  
9 are made to retailers, which, in turn, sell to consumers.

10 3. Certain of Mattel's retailer customers provide it with information  
11 collected electronically from the retailers' cash registers at the point-of-sale. This  
12 data, called "POS Data," is available from each of Mattel's five largest customers,  
13 which represent more than 75% of Mattel's total sales. Certain other retailers also  
14 provide POS Data, but Mattel relies primarily on the POS Data from its five largest  
15 customers. Information from POS Data can be extrapolated to total sales for the  
16 Company by utilizing shipments to the customers providing POS Data compared  
17 with shipments to other customers.

18 4. Mattel's five largest retailer customers provide it with chain-level POS  
19 Data regarding sales of products from Mattel and its subsidiaries, including Fisher-  
20 Price, expressed in both units and dollars. Most of the five retailers also provide  
21 Mattel with store-level POS Data, which allows Mattel to group sales by State. The  
22 POS Data includes the Stock-Keeping Unit numbers ("SKUs") of the products sold  
23 by each reporting retailer.

24 5. Mattel uses POS information to provide direction to its Sales,  
25 Marketing, and Finance Groups and to senior management.

26 6. POS Data is available to Mattel for the 12 weeks between May 6 and  
27 July 28, 2007.  
28

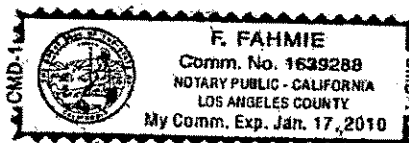
7. The first date on which the recalled products could have been manufactured was April 19, 2007. It requires approximately 30 days for products to move from manufacture to the United States. The first date on which those products could have been available for sale in the United States was May 20, 2007. Depending upon the existing inventory and inventory practices of individual retailers, the mix of any particular SKU between recalled and nonrecalled products would vary, with the proportion of recalled products increasing with time. Because the inventory practices of particular retailers are not known to Mattel, 50%/50% was used as the most reasonable assumption of the mix of products between recalled and nonrecalled products available to consumers during the period in question.

8. Using the POS Data described above, extrapolating those data to all retailers in California, and using the assumptions described above, the number of products that are subject to the recall announced by Mattel and Fisher-Price on August 2, 2007 and that were sold to consumers in the State of California is approximately 29,900.

Scott M. Penny  
Scott Penny

State of California County of  
Los Angeles  
Subscribed and sworn to (or affirmed)  
Before me on this 2 day of Oct, 2007, by  
Scott M. Penny  
personally known to me or proved to me on  
the basis of satisfactory evidence to be the  
person(s) who appeared before me.  
Signature F. Fahmie

(Seal)



**PROOF OF SERVICE**

**Amy Harrington, on behalf of herself and all others similarly situated v. Mattel, Inc., a Delaware Corp. and Fisher-Price Inc. a Delaware Corp. and Does 1-100,**

I, Margaret Landsborough, declare:

I am a citizen of the United States and employed in San Francisco, California. I am over the age of eighteen years and not a party to the within-entitled action. My business address is 555 California Street, 26<sup>th</sup> Floor, San Francisco, CA 94104.

On October 3, 2007, I caused to be served a copy of the within document(s): MATTEL, INC. AND FISHER-PRICE, INC.'S NOTICE OF REMOVAL

☐ by transmitting a true copy of the document(s) listed above via facsimile to the addresses and at the facsimile number(s) set forth below.

☒ by placing a true copy of the document(s) listed above in sealed envelope(s) for deposit with the U.S. Postal Service to the addresses set forth below.

I am readily familiar with the Firm's practice of collection and processing correspondence for mailing. Under that practice it would be deposited with the U.S. Postal Service on that same day with postage thereon fully prepaid in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.

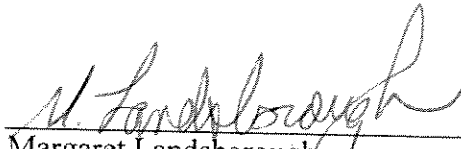
☐ by placing a true copy of the document(s) listed above in a sealed Federal Express envelope, and affixing a pre-paid air bill, and causing said envelope to be delivered to a Federal Express agent for delivery to the persons at the addresses set forth below.

Julio Ramos (SBN 189944)  
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Attorneys for Plaintiff

1 I declare under penalty of perjury under the laws of the State of California that the above  
2 is true and correct. Executed on October 3, 2007, at San Francisco, California.  
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Margaret Landsborough  
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